

Settlement Date: June 19, 2015, at 5:00 p.m.
Objection Deadline: June 18, 2015, at 12:00 p.m.

PRYOR CASHMAN LLP
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*Attorneys for Defendants Represented by
Pryor Cashman LLP*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

DEFENDANTS LISTED ON APPENDIX A
ATTACHED HERETO,

Defendants.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. Nos. listed on Appendix A
Attached Hereto

**OBJECTION TO TRUSTEE'S NOTICE OF SETTLEMENT OF ORDER,
AND DEFENDANTS' SUBMISSION OF COUNTER-PROPOSED ORDER**
(for Dismissal of Obligations Counts)

PLEASE TAKE NOTICE THAT the undersigned, on behalf of its clients named as defendants in the relevant adversary proceedings, objects to the Notice of Settlement of Order filed by the Trustee on June 15, 2015, with respect to the entry of orders to effectuate the Court's

Memorandum Decision Regarding Omnibus Motions to Dismiss entered June 2, 2015. The grounds of objection are stated in the letter from the undersigned counsel, which is attached to this objection as Exhibit A. A counter-proposed order is attached as Exhibit B. A comparison of the counter-proposed order to the Trustee's original proposed order is attached as Exhibit C.

Dated: New York, New York
June 18, 2015

PRYOR CASHMAN LLP

By: /s/ Richard Levy, Jr.
Richard Levy, Jr.

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*Attorneys for Defendants Represented by
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EXHIBIT A

Defendants' Objections to
Trustee's Original Proposed Order, and Statement in
Support of Entry of Counter-Proposed Order



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June 18, 2015

By ECF, and Chambers' Email

Hon. Stuart M. Bernstein, U.S.B.J.
United States Bankruptcy Court for the
Southern District of New York
One Bowling Green
New York, New York 10004

Re: *Securities Investor Protection Corporation v. Bernard L.
Madoff Investment Securities LLC*, Adv. No. 08-1789 (SMB) –
Settlement of Orders Providing for the Disposition of Motions
to Dismiss Under the Court's Decision Issued June 2, 2014
(Orders for Dismissal of Obligations Counts)

Dear Judge Bernstein:

As counsel for defendants in various adversary proceedings whose motions to dismiss avoidance actions brought by the Trustee were decided by the Memorandum Decision issued on June 2, 2015 ("Decision"), we write to object to the proposed form of order presented by the Trustee's notice of settlement filed on June 15, 2015. The relevant adversary proceedings against the defendants represented by this firm ("Defendants") are identified in the identical lists appended to the Trustee's proposed order and our proposed counter-proposed order,

For the Court's convenience, we enclose a clean copy of our counter-proposed form of order, and a comparison marked to reflect the differences from the Trustee's proposal. We request that the Court adopt the changes proposed in our form of order for the reasons explained below.

The Decision makes clear that the claims asserted by the Trustee regarding avoidance of Obligations (Decision at 55-59) are legally insufficient and are to be dismissed as provided in the Decision because of the pleading deficiencies addressed by the Court. The Trustee's proposed order is sufficient as to the dismissal of the Obligations Claims. We submit, however, that two other provisions should be modified to comport with the prevailing procedures and scheduling regimens in place in these cases.

Hon. Stuart M. Bernstein U.S.B.J.
June 18, 2015
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Counter-Proposed Order ¶ 3: The Trustee's proposed order requires that responses to the complaint be filed on or before July 31, 2015. We also include a provision to that this period may be extended by agreement or further order, without prejudice to any party's position on such an extension, which is derived from with the language that the Trustee uses in for the prevailing form of stipulations used for that purposes in pending adversary proceedings.

Counter-Proposed Order ¶ 4: Defendants submit that the counter-proposed language for the further course of the actions comports more closely with the existing procedures for the implementation of case management schedules through consultation by the parties and entry of scheduling orders by the Court.

We will be pleased to respond to any questions or concerns that the Court may have including, if required, appearance at a court conference to address these matters.

Respectfully,

PRYOR CASHMAN LLP

By: /s/ Richard Levy, Jr.
Richard Levy, Jr.

Encl.

cc: Nicholas Cremona, Esq., Baker & Hostetler LLP
(w/encl., by ECF and email)

EXHIBIT B

Defendants' Counter-Proposed Form of Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

DEFENDANTS LISTED ON APPENDIX A
ATTACHED HERETO,

Adv. Pro. Nos. listed on Appendix A
Attached Hereto

Defendants.

**ORDER GRANTING IN PART AND DENYING IN PART
DEFENDANTS' MOTION TO DISMISS**

The Defendants listed on Appendix A attached hereto (collectively, "Defendants") have filed motions to dismiss (the "Motions to Dismiss") complaints or amended complaints, as the case may be, filed against them by Plaintiff Irving H. Picard, as trustee ("Trustee") for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.* ("SIPA") and the substantively consolidated estate of Bernard L. Madoff (the "Complaints").

On January 17, 2014 and March 10, 2014, the Trustee and the Securities Investor Protection Corporation ("SIPC") filed separate memoranda of law opposing the Motions to

Dismiss (the "Opposition Briefs"). On or before March 17, 2014, certain Defendants filed reply briefs in further support of their respective Motions to Dismiss (the "Reply Briefs").

On September 17, 2014, a hearing on the Motions to Dismiss was held by the Honorable Stuart M. Bernstein (the "Hearing"). Before and after the Hearing, various parties submitted supplemental authorities and other submissions to the Court. The Court, having reviewed the Motions to Dismiss, the Opposition Briefs, the Reply Briefs, the supplemental authorities and other submissions, and having heard the argument of counsel at the Hearing, granted in part and denied in part the Motions to Dismiss for reasons set forth in its Memorandum Decision Regarding Omnibus Motions to Dismiss (the "Decision") entered June 2, 2015.

Accordingly, it is hereby **ORDERED** that:

1. As to the counts in each Complaint in the adversary proceedings included on Appendix A attached hereto (the "Adversary Proceedings") in which the Trustee sought to avoid alleged obligations pursuant to sections 548(a)(1) and 544 of the Bankruptcy Code, applicable provisions of SIPA including sections 78fff(b) and 78fff-1(b) and New York Debtor and Creditor Law (the "Obligations Claims"), the Motions to Dismiss are granted and such Obligations Claims are hereby dismissed from each Complaint.
2. In all other respects, the Motions to Dismiss are denied.
3. Defendants shall file their answers to the Complaints on or before July 31, 2015. Nothing in this Order constitutes a waiver of the right of the Defendant(s) right to request from the Trustee or the Court a further extension of time to answer, move or otherwise respond to the Complaint or Amended Complaint, and/or the Trustee's right to object to any such request.
4. The Adversary Proceedings will move forward thereafter on schedules to be established by further order of the Court after consultation among the parties in accordance with the applicable rules of procedure.

5. This Court retains jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
_____, 2015

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

APPENDIX A			
	Adv. Pro. No.	Defendant(s)	Counsel for Defendant(s)
1.	10-05401	Picard v. Estate of Eleanor Myers a/k/a Eleanor Block a/k/a Lee Block, et al.	Milberg LLP
2.	10-04921	Picard v. Stanley T. Miller	Dentons LLP
3.	10-04672	Picard v. Sidney Cole	Dentons LLP
4.	10-04415	Picard v. Barbara J. Berdon	Dentons LLP
5.	10-05209	Picard v. Lapin Children LLC	Dentons LLP
6.	10-04332	Picard v. Barry Weisfeld	Dentons LLP
7.	10-04951	Picard v. Harold A. Thau	Milberg LLP
8.	10-04946	Picard v. Stephen R. Goldenberg	Milberg LLP
9.	10-05089	Picard v. John Denver Concerts, Inc., et al.	Milberg LLP
10.	10-04725	Picard v. Ruth E. Goldstein	Milberg LLP
11.	10-05069	Picard v. Potamkin Family Foundation	Milberg LLP
12.	10-04576	Picard v. Norton A. Eisenberg	Milberg LLP
13.	10-04724	Picard v. P. Charles Gabriele	Milberg LLP
14.	10-04582	Picard v. Gerald Blumenthal	Milberg LLP
15.	10-05136	Picard v. Richard Roth	Milberg LLP
16.	10-04906	Picard v. Steven V Marcus Separate Property of the Marcus Family Trust, et al.	Milberg LLP
17.	10-04540	Picard v. Jonathan Sobin	Seeger Weiss LLP
18.	10-05239	Picard v. Robert Fried, et al.	Pryor Cashman LLP
19.	10-05397	Picard v. Oakdale Foundation Inc., et al.	Pryor Cashman LLP
20.	10-04565	Picard v. Murray & Irene Pergament Foundation, Inc., et	Pryor Cashman LLP

		al.	
21.	10-04998	Picard v. Estate of Hermen Greenberg, et al.	Arent Fox LLP
22.	10-05027	Picard v. 1776 K Street Associates Limited Partnership, et al.	Arent Fox LLP
23.	10-04976	Picard v. Eleven Eighteen Limited Partnership, et al.	Arent Fox LLP
24.	10-04865	Picard v. Edward H. Kaplan, et al.	Arent Fox LLP
25.	10-04592	Picard vs. Anthony E. Stefanelli	Delbello Donnellan Weingarten Wise & Wiederkehr, LLP

EXHIBIT C

Comparison of Defendants' Counter-Proposed
Form of Order with Trustee's Original Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Debtor.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

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Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

DEFENDANTS LISTED ON APPENDIX A
ATTACHED HERETO,

Defendants.

Adv. Pro. Nos. listed on Appendix A
Attached Hereto

**ORDER GRANTING IN PART AND DENYING IN PART
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The Defendants listed on Appendix A attached hereto (collectively, "Defendants") have filed motions to dismiss (the "Motions to Dismiss") complaints or amended complaints, as the case may be, filed against them by Plaintiff Irving H. Picard, as trustee ("Trustee") for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC ("BLMIS") under the Securities Investor Protection Act, 15 U.S.C. §§ 78aaa, *et seq.* ("SIPA") and the substantively consolidated estate of Bernard L. Madoff (the "Complaints").

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Accordingly, it is hereby **ORDERED** that:

1. ~~As to the counts in each Complaint in the adversary proceedings included on Appendix A attached hereto (the "Adversary Proceedings") in which the Trustee sought to avoid alleged obligations pursuant to sections 548(a)(1) and 544 of the Bankruptcy Code, applicable provisions of SIPA including sections 78fff(b) and 78fff-1(b) and New York Debtor and Creditor Law (the "Obligations Counts"),~~ Claims, the Motions to Dismiss are granted with respect to the ~~and such Obligations Counts and such counts~~ Claims are hereby dismissed from each Complaint.

2. In all other respects, the Motions to Dismiss are denied.

3. Defendants shall file their answers to the Complaints on or before July 31, 2015.

Nothing in this Order constitutes a waiver of the right of the Defendant(s) right to request from the Trustee or the Court a further extension of time to answer, move or otherwise respond to the Complaint or Amended Complaint, and/or the Trustee's right to object to any such request.

~~4. Defendants 4.~~ The Adversary Proceedings will move forward thereafter on
schedules to be established by further order of the Court after consultation among the parties in
accordance with the applicable rules of procedure.

5. This Court retains jurisdiction to hear and determine all matters arising from or
related to this Order.

Dated: New York, New York
_____, 2015

HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE